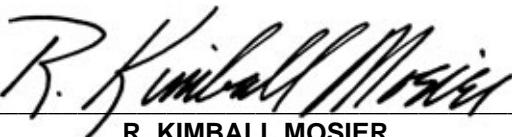


The below described is SIGNED.

Dated: November 08, 2010



R. KIMBALL MOSIER
U.S. Bankruptcy Judge



Order Prepared and Submitted by:

Michael R. Johnson, Esq. (A7070)
RAY QUINNEY & NEBEKER P.C.
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*Proposed General Bankruptcy Counsel for Harbor Real Asset Fund, L.P.
Debtor and Debtor-in-Possession*

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF UTAH
CENTRAL DIVISION

In re:

HRAF HOLDINGS, LLC,

Debtor-in-Possession.

Bankruptcy Case No 10-32433 (RKM)
Chapter 11
Honorable R. Kimball Mosier

[Filed Electronically]

In re:

HARBOR REAL ASSET FUND, L.P.,

Debtor-in-Possession.

Bankruptcy Case No 10-32436 (RKM)
Chapter 11
Honorable R. Kimball Mosier

[Filed Electronically]

**ORDER AUTHORIZING HARBOR REAL ASSET FUND, LP TO RETAIN AND
EMPLOY RAY QUINNEY & NEBEKER P.C. AS ITS GENERAL BANKRUPTCY
COUNSEL**

The Court, having reviewed and considered Harbor Real Asset Fund, LP's (the "**Debtor**") *Application for Entry of an Order Authorizing the Debtor to Retain and Employ Ray Quinney & Nebeker P.C. as its General Bankruptcy Counsel* (the "**Application**"), filed on October 13, 2010 in Case No. 10-32436 [Doc. 24] and on October 14, 2010 in Case No. 10-32433 [Doc. 42], along with the Declaration of Michael M. Johnson attached thereto, and having determined that notice of the Application and of the scheduled hearing thereon was properly given, that no opposition to the Application has been filed with the Court and that the time for responding or objecting to the Application has expired,

THE COURT HEREBY ORDERS AS FOLLOWS:

1. The Court has jurisdiction over this case and the Application pursuant to 28 U.S.C. §§ 1334 and 157(b)(2)(G), and the Application is a core proceeding. Venue of this case is appropriate under 28 U.S.C. § 1408(a).
2. Notice of the Application and of the scheduled hearing thereon was adequate and appropriate under the particular circumstances, and no other notice need be given. No objections were filed to the Application, and the Application is unopposed.
3. Based upon the Application and the declaration filed in support thereof, it appears that the law firm of Ray Quinney & Nebeker P.C. ("**RQN**") does not hold or represent any interest adverse to the Debtor or its estate with respect to the matters for which it is being retained, and that RQN is a "disinterested person" as that phrase is defined in 11 U.S.C. § 101(14). It further appears that the employment of RQN for the purposes set forth in its Application is in the best interest of the Debtor, its estate and its creditors. As a result, the Application shall be, and it hereby is, granted in its entirety.

4. The Debtor shall be, and it hereby is, authorized to employ RQN as its general bankruptcy counsel in this case, on the terms and conditions set forth in the Application and for the purposes described in the Application, with such employment being effective as of October 7, 2010, and with compensation and reimbursement of expenses to be paid by the Debtor's estate in such amounts as this Court may hereafter allow.

5. The hearing on the Application, previously scheduled for December 1, 2010, at 3:00 p.m., shall be, and it hereby is, stricken.

-----END OF DOCUMENT-----

CERTIFICATE OF SERVICE

I hereby certify that on the 4th day of November, 2010 the foregoing proposed *Order Authorizing Debtor's Application to Employ Ray Quinney & Nebeker P.C. as its General Bankruptcy Counsel* was electronically filed in case no 10-32433 and therefore served via ECF on the following:

- Matthew M. Boley mmb@pkhlawyers.com, dh@pkhlawyers.com
- Laurie A. Cayton tr laurie.cayton@usdoj.gov, james.gee@usdoj.gov
- George B. Hofmann gbh@pkhlawyers.com, dh@pkhlawyers.com
- Vernon L. Hopkinson vern@crslaw.com
- David E. Leta dleta@swlaw.com, wsmart@swlaw.com
- Steven C. Strong scs@pkhlawyers.com
- United States Trustee USTPRegion19.SK.ECF@usdoj.gov
- Kent O. Willis ucadm.kentw@state.ut.us

/s/ Michael R. Johnson

CLERK'S CERTIFICATE OF SERVICE

I hereby certify that on the ____ day of November, 2010 the foregoing *Order Authorizing Debtor's Application to Employ Ray Quinney & Nebeker P.C. as its General Bankruptcy Counsel* was served on the following parties through the Court's CM/ECF system:

- Matthew M. Boley mmb@pkhlawyers.com, dh@pkhlawyers.com
- Laurie A. Cayton tr laurie.cayton@usdoj.gov, james.gee@usdoj.gov
- George B. Hofmann gbh@pkhlawyers.com, dh@pkhlawyers.com
- Vernon L. Hopkinson vern@crslaw.com
- David E. Leta dleta@swlaw.com, wsmart@swlaw.com
- Steven C. Strong scs@pkhlawyers.com
- United States Trustee USTPRegion19.SK.ECF@usdoj.gov
- Kent O. Willis ucadm.kentw@state.ut.us
- Michael R. Johnson mjohnson@rqn.com; sglendening@rqn.com; docket@rqn.com

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